

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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24376-E
FILED

JUN 6 '03 1:59 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

June 5, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Assignment of Lease, dated as of June 5, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale and Assignment and Assumption Agreement which was previously filed with the Board under Recordation Number 24376-A and the Memorandum of Lease which is being filed with the Board under Recordation Number 24376-B.

The name and address of the party to the enclosed document are:

Assignor: Trinity Rail Leasing Trust II (as assignee of
Trinity Industries Leasing Company)
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

Mr. Vernon A. Williams
June 5, 2003
Page 2

A description of the railroad equipment covered by the enclosed document is:

6 railcars: TILX 635390 – TILX 635395.

A short summary of the document to appear in the index is:

Assignment of Lease.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

NOTE: Other railcars covered by the enclosed document are included in the Bill of Sale and Assignment and Assumption Agreement previously filed with the Board under Recordation Number 24469-A.

24376-E
REGISTRATION NO. FILED

JUN 06 '03 11:59 AM

Assignment of Lease

SURFACE TRANSPORTATION BOARD

FOR VALUE RECEIVED, Trinity Rail Leasing Trust II ("Assignor") hereby assigns to The CIT Group/Equipment Financing, Inc. ("Assignee"), all its right, title and interest, as lessor, under the agreements and documents identified on Schedule 2 attached hereto (the "Lease") to the extent that the Lease relates to the railcars described on Schedule 1 attached hereto (the "Railcars"). Assignee hereby accepts the foregoing assignment and assumes the obligations of the lessor under the Lease arising from and after this date, to the extent the Lease relates to the Railcars.

In furtherance of the within assignment, Assignor hereby constitutes and appoints Assignee, and its successors and assigns, the true and lawful attorneys of Assignor, with full power of substitution, in the name of Assignor but on behalf of and for the benefit of and at the expense of Assignee, to collect for the account of Assignee all items sold, transferred or assigned to Assignee pursuant hereto; to institute and prosecute, in the name of Assignor or otherwise, but at the expense of Assignee all proceedings that Assignee may deem proper in order to collect, assert or enforce any claim, right or title of any kind in or to the items sold, transferred or assigned; to defend and compromise at the expense of Assignee any and all actions, suits or proceedings as to all such acts and things in relation thereto at the expense of Assignee as Assignee shall deem advisable. Assignor hereby acknowledges that this appointment is coupled with an interest and is irrevocable by Assignor in any manner or for any reason.


This document may be recorded by Assignee with the Surface Transportation Board and the Office of the Registrar General of Canada in accordance with their respective applicable law and regulations.

[Signature page follows]

5th IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the
day of June, 2003.

SELLER:

TRINITY RAIL LEASING TRUST II

By: 
Eric Marchetto
Vice President

BUYER:

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: _____
Stephen Z. Serepca
Senior Vice President

(A.H. Newman Assignment of Lease)

5th IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the
day of June, 2003.

SELLER:

TRINITY RAIL LEASING TRUST II

By: _____
Eric Marchetto
Vice President

BUYER:

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: Stephen Z. Serpca
Stephen Z. Serpca
Senior Vice President

(A.H. Newman Assignment of Lease)

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

On this 5th day of June, 2003, before me personally appeared Eric Marchetto, to me personally known, who being by me duly sworn, says that he is Vice President of Trinity Rail Leasing Trust II, and that the foregoing Assignment of Lease was signed on behalf of said statutory trust by authority of its Board of Managing Trustees. Further, he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said statutory trust.



[Notarial Seal]

Brandie Howard
Notary Public

My commission expires.

12-28-05

STATE OF NEW YORK §
 § SS:
COUNTY OF NEW YORK §

On this ____ day of June, 2003, before me personally appeared Stephen Z. Serepca, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC. and that the foregoing Assignment of Lease was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Assignment of Lease was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires.

(A.H. Newman Assignment of Lease)

STATE OF TEXAS §
 § SS:
COUNTY OF DALLAS §

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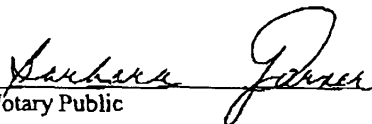
Notary Public

[Notarial Seal]

My commission expires.

STATE OF NEW YORK §
 § SS:
COUNTY OF NEW YORK §

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Notary Public

[Notarial Seal]

My commission expires.

BARBARA GARNER
Notary Public, State of New York
N.Y. CTS#0065433
Qualified in Nassau County
Certificate filed in New York County
Commission Expires Sept. 3, 2006

(A.H. Newman Assignment of Lease)

Schedule 1
The Railcars

6,351 of Covered Quadruple Hopper Cars
equipped with trough hatches and gravity discharge gates

| A.H. Newman Grains | | | |
|----------------------------|---------------------------|-----------------------------|-----------------------------|
| <u>Car</u> <u>Count</u> | <u>Car</u> <u>Mark</u> | <u>Car</u> <u>Number</u> | <u>Date</u> <u>Built</u> |
| 1 | TILX | 635390 | Feb-03 |
| 2 | TILX | 635391 | Feb-03 |
| 3 | TILX | 635392 | Feb-03 |
| 4 | TILX | 635393 | Feb-03 |
| 5 | TILX | 635394 | Feb-03 |
| 6 | TILX | 635395 | Feb-03 |
| 7 | TILX | 635457 | Apr-03 |
| 8 | TILX | 635458 | Apr-03 |
| 9 | TILX | 635459 | Apr-03 |
| 10 | TILX | 635461 | Apr-03 |
| 11 | TILX | 635462 | Mar-03 |
| 12 | TILX | 635464 | Mar-03 |
| 13 | TILX | 635465 | Mar-03 |
| 14 | TILX | 635467 | Mar-03 |
| 15 | TILX | 635474 | Apr-03 |

Schedule 2**The Leases**

| | |
|-----------------------------------|--|
| Lessee | A.H. Newman Grains, Inc. |
| Documents Comprising Lease | Railroad Car Net Lease Agreement dated September 20, 2002 Rider No. 1 dated September 20, 2002 |
| Railcars subject to Lease | Fifteen (15) 6,351 c.f. covered quadruple hopper cars equipped with trough hatches and gravity discharge gates TILX 635390-635395, 635457-635459, 635461, 635462, 635464, 635465, 635467, 635474 |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/5/03



Robert W. Alvord